

**AMENDED AND RESTATED BY-LAWS
OF
NORTHERN KENTUCKY OFFICIALS ASSOCIATION, INC.**

Amended September 13, 2011

ARTICLE I

NAME AND OBJECTIVES

Section 1. Name. The name of this corporation shall be the Northern Kentucky Officials Association, Inc., hereinafter sometimes referred to as the "N.K.O.A." or the "Association".

Section 2. Objectives. The N.K.O.A. is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and not for profit. In furtherance of such charitable, scientific, literary and educational purposes, the N.K.O.A is authorized to execute any, all and every power which a non-profit corporation organized under Chapter 273 of the Kentucky Revised Statutes for charitable, scientific, literary and educational purposes can be authorized to execute, but not any other power.

The specific objectives of the N.K.O.A. are as follows:

- A. To emphasize better officiating and to elevate the standards thereof.
- B. To institute a better understanding among all concerned with officiating and football at all levels.
- C. To provide a training atmosphere for the presentation and understanding of rules, duties and proper mechanics.
- D. To guide, counsel and properly instruct new and inexperienced officials.
- E. To properly promote sportsmanship and fair play.
- F. To do everything necessary, suitable, proper or incidental to the accomplishment or furtherance of the objectives set forth above, or stated in the articles of incorporation, whether alone or in association with others.

ARTICLE II

MEMBERSHIP

Section 1. Application for Membership. Application for membership in the N.K.O.A. shall be made in writing to the Board of Control, which application shall be accepted or denied at its discretion. Membership shall become effective when the Member meets the applicable criteria for membership. For purposes of these By-laws, the term "writing" or "in writing" shall mean any commonly accepted form of communication, including but not limited to, electronic communication via email, handwritten, or typed documents.

Section 2. Registration. The form and time of registration shall be determined by the Board of Control. Members delinquent in registration shall be considered an inactive member in accordance with Article III Section 2 of these By-laws. The Board of Control shall determine the method for reinstatement to active membership under Article III Section 1. Lifetime Members shall not be required to register.

Section 3. Dues. Annual dues shall be set by the Board of Control. Members that are 30 days delinquent in dues shall be considered an inactive member in accordance with Article III Section 2 of these By-laws. The Board of Control shall determine the method for reinstatement to active membership under Article III Section 1. Lifetime Members shall not be required to pay dues.

Section 4. Meetings. General meetings of the membership shall be held at dates, times and places to be designated by the Board of Control. The first regular meeting shall be held at least four (4) weeks prior to the first

regular season game or prior to the KHSAA rules clinic, whichever is earlier. The annual business meeting shall be held on the last Tuesday of October or such other date as the Board of Control shall determine. Election of officers shall take place at the annual business meeting. Special meetings of the membership may be called by the Board of Control.

Section 5. Voting. Each Active Member shall have one vote in matters requiring Member approval and shall be eligible to serve as an officer or director of the N.K.O.A. Inactive, Lifetime, Honorary and Suspended Members shall not have voting power or be eligible to serve as an officer or director. Lifetime Members may, however, serve on committees if so directed by the Board of Control. At the discretion of the Board of Control, absentee voting may be permitted with respect to matters requiring Member approval.

ARTICLE III

CLASSES OF MEMBERS

Section 1. Active Members. Any person who has registered with the Kentucky High School Athletic Association (hereinafter the "KHSAA") as prescribed by the KHSAA Constitution, By-laws, Officials' Guidebook, rules and regulations, who is not a Lifetime Member, and who meets the criteria for good standing shall be an Active Member.

The criteria for good standing shall be as follows:

- A. The Member must attend at least two-thirds of all regularly scheduled training, not including the annual KHSAA rules clinic or National Federation test, unless otherwise granted an exemption by the Board of Control. The number of regularly scheduled training meetings shall be determined by the Board of Control.
- B. Member must pay all dues in the amount and by the date as determined by the Board of Control.
- C. A Member must meet all game assignments, regardless of level, unless otherwise excused in accordance with Article VIII, Section 3 of these By-laws.
- D. A Member must abide by the Constitution and By-laws of the KHSAA, in particular the Official's Code of Ethics, and the Articles of Incorporation and By-laws of the N.K.O.A.
- E. A Member shall at all times perform the duties of officiating with competent knowledge of the rules and mechanics set forth by the KHSAA and the N.K.O.A.

Section 2. Inactive Member. Any member not meeting requirements A-E of Article III, Section 1 will be considered an Inactive Member for the remainder of the N.K.O.A fiscal year, unless the member is reinstated to active membership by the Board of Control.

Section 3. Lifetime Member. Distinguished officials may be nominated as a Lifetime Member by any member and approved as such by an affirmative vote of a majority of the Active Members at a meeting of which a quorum of the Active Members is present. In order to be nominated and approved as a Lifetime Member of the N.K.O.A, the following qualifications must be met:

- A. To be nominated, the individual must have been a member of the KHSAA for at least 12 years, with at least five (5) of those years being a member of the N.K.O.A.
- B. To be approved, the vote of the membership must take place no sooner than six months after the individual was nominated. If an individual is not approved for Lifetime Membership, an individual may remain on the ballot for a period of five (5) years, beginning on the date that the individual was nominated.

Section 4. Honorary Member. Distinguished non-officials may be nominated as an Honorary Member by the Board of Control and approved as such by an affirmative vote of a majority of the Active Members at a meeting of which a quorum of the Active Members is present.

Section 5. Suspended Member. The Board of Control may suspend or terminate the membership of an official for just cause. The term "just cause" shall include, but not be limited to, suspension by the KHSAA, being

formally charged with a felony or misdemeanor involving acts of moral turpitude, or any conduct that would serve or has served as a detriment to the N.K.O.A. and/or the KHSAA. Furthermore, any Member formally charged with a felony or misdemeanor involving minor children who are either participating in interscholastic programs or outside the interscholastic programs shall be automatically suspended.

ARTICLE IV

BOARD OF CONTROL

Section 1. Governance. The business and affairs of the N.K.O.A. shall be governed by a Board of Control, which shall have all of the right, powers and responsibilities to act on behalf of the N.K.O.A.

Section 2. Number and Elections. The Board of Control shall consist of seven (7) members, each of which are considered voting members. Such number may be increased or decreased to not less than the minimum number permitted by law, by an amendment to this Section 2 of Article IV adopted pursuant to Article XII of these By-laws.

- A. Officers - Five (5) voting members shall be the following duly elected officers of the Association: President, President-Elect, Sergeant-at-Arms, Vice-President, and Secretary/Treasurer. The Past-president may have voice, but no vote, on the Board of Control. The Past-president is not a member of the Board of Control.
- B. Directors - The remaining two (2) voting members of the Board (known as Directors), one elected each annual meeting, shall be Active Members of the N.K.O.A., shall be nominated by a committee of the Board of Control or another Active Member, and shall be elected at the annual business meeting of the Members by a majority vote of Active Members.

Section 3. Length of Terms. A Board of Control member whose term is expiring at the annual business meeting shall be entitled to vote in the election held at such meeting. Election to the Board of Control as a Director shall be for a two (2) year term or until the Director's successor is duly elected. Officers shall serve for the periods that they hold their respective offices. Elected members may serve consecutive terms.

Any vacancy occurring in the Board of Control shall be filled for the remaining term in accordance with Article VI, Section 9 of these By-laws. Members of the Board shall serve without compensation, but may be reimbursed by the Association for any reasonable expenses incurred in carrying out their duties provided such reimbursement is approved by a resolution of the Board of Control.

Section 4. Meetings. The Board of Control shall meet a minimum of four (4) times per year with at least four of the members present. Meetings of the Board shall be held at such place within or without the Commonwealth of Kentucky as may be determined by the Board. At least three (3) days' notice of such meetings shall be given to each Board member, unless the Board has fixed a regular time and place for such meetings, in which case no notice shall be required. Meetings may be called by the President or by any three (3) Board of Control members, upon the giving of notice as herein required. Notice of any Board meeting may be waived in writing by any Board member either before or after such meeting. A member's presence at any meeting shall be deemed to constitute a waiver of notice on his or her part, provided that a member present at a meeting without notice may withdraw his or her waiver by stating at the meeting that he or she does not consent to the holding thereof. Meetings may be held by any means of communication by which all persons participating in the meeting can simultaneously hear each other during the meeting, provided that each member participating in the meeting shall sign the minutes thereof.

Section 5. Actions of Board Members. Except as otherwise provided herein, all actions of the Board of Control shall require the affirmative vote of a majority of the Board of Control members then in office.

Section 6. Actions of Board Members Without Meeting. Any action which may be authorized or taken at a meeting of the Board of Control may be authorized without a meeting by the unanimous written consent of such Board of Control members pursuant to Section 273.377 of the Kentucky Revised Statutes.

Section 7. Directors' Quorum. Four of the members of the Board of Control then in office shall constitute a quorum at a meeting of Board of Control members for the transaction of business.

ARTICLE V

COMMITTEES

Section 1. Standing Committee. The N.K.O.A. shall have the following standing committees, the members of which shall be appointed by the Board of Control: a Constitution Committee, an Ethics Committee, a Nominating Committee, an Evaluation Committee, a Membership Committee and a Training Committee. The Board of Control shall establish other committees to address issues or situations regarding the functions of the N.K.O.A. as deemed necessary by a majority of the members of the Board. Each committee shall have such powers and perform such duties as the Board of Control may designate.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the N.K.O.A. shall be a President, a President-Elect, a Vice-President, a Sergeant-at-Arms, and a Secretary/Treasurer, and other assistant officers as the Members may determine.

Section 2. Election and Terms. An Active Member may be a candidate for any office by being nominated by the Nominating Committee or any other Active Member. An Active Member may be a candidate for only one office per election. All officers shall be elected by the Active Members at the annual business meeting and shall hold office for a term of one (1) year, except the Secretary/Treasurer who shall serve a two (2) year term, unless otherwise removed in accordance with the provisions of these By-laws. Elected officers may be re-elected for any number of additional terms. The term of office shall begin on January 1 and end on December 31.

Section 3. President. The President shall perform all of the duties only germane to such office and shall perform such other duties as the Board shall designate. The President, unless some other person is specifically authorized by vote of the Board, shall sign all contracts, notes, and leases and shall generally have the supervision and control of the Association's affairs. The President shall automatically succeed to Past-President for a one-year term.

Section 4. President-Elect. The President-Elect shall act as President in the absence of the President and when so acting shall have the power and authority of the President. The President-Elect shall perform such other duties as may, from time to time, be assigned to him or her by the President or the Board of Control. The President-elect shall automatically succeed to the office of the President for a one year term.

Section 5. Vice-President. The Vice-President shall act as President-Elect in the absence of the President-Elect and when so have the power and authority of the President-Elect. The Vice-President shall perform such other duties as may, from time to time, be assigned to him or her by the President or the Board of Control. The Vice-President shall automatically succeed to the office President-Elect for a one-year term.

Section 6. Past-President. The Past-President, by the nature of his former office as President, shall serve as an advisor to the Board of Control and any other duties as determined by the Board of Control. If this position becomes vacant it shall remain vacant for the rest of the term.

Section 7. Secretary/Treasurer. The Secretary/Treasurer shall keep accurate minutes of all meetings of the Board of Control, shall assist/direct Active Members in state and N.K.O.A. registration, shall collect all dues and issue registration cards, shall provide a written annual financial report at the first regularly scheduled meeting of the N.K.O.A., shall receive and disburse all funds of the Association, shall deposit such funds in a manner approved by the Board, and shall perform such other duties and have such other powers as the President or the Board of Control may designate.

Section 8. Sergeant at Arms. The Sergeant at Arms shall maintain accurate attendance records of each meeting of the membership shall assist the Secretary/Treasurer in the collection of dues and issuance of registration cards, and shall perform such other duties and have such other powers as the President or the Board of Control may designate.

Section 9. Vacancies. If the office of President should become vacant, the **President-Elect** shall become President for the unexpired term. If any other office becomes vacant except for Past-President, it shall be filled by the person receiving the next highest number of votes for that office in the immediately preceding election. If this person is unwilling or unable to serve, or if no other candidate was nominated for the office, then the vacancy shall be filled through a special election of the membership.

ARTICLE VII

INACTIVATION, SUSPENSION, AND REINSTATEMENT

Section 1. Suspension. Any Member may be suspended by the Board of Control in accordance with Article III, Section 4 of these By-laws for conduct detrimental to the Association as determined by the Board of Control. A Suspended Member shall not be eligible to officiate, vote, or hold office within the Association.

Section 2. Inactivation. Any Member may be inactivated by the Board of Control in accordance with Article III, Section 2 of these By-laws. An Inactive Member shall not be eligible to officiate, vote, or hold office within the Association.

Section 3. Grievance Procedure. A Member shall be notified in writing by the Board of Control that he or she has been inactivated or suspended. The Inactive or Suspended Member may request a hearing before the Board of Control within five (5) days of receipt of said written notice to reconsider the inactivation or suspension. The Board of Control shall notify the Inactive or Suspended Member of its decision in writing in a timely manner. The decision of the Board of Control resulting from said hearing may be appealed to the membership by requesting such appeal in writing to the Secretary/Treasurer within forty-eight (48) hours after receipt of said written notice. The facts and circumstances of the inactivation or suspension shall be presented to the membership at the next regular meeting. A majority vote of the membership in attendance at such meeting shall be required to overturn the decision of the Board of Control.

Section 4. Reinstatement. The Board of Control shall determine the method and terms of reinstatement of any Inactive or Suspended Member.

ARTICLE VIII

ASSIGNMENTS

Section 1. Assignments. All games for grades nine through twelve and, where appropriate, below grade nine, shall be assigned by the KHSAA Ninth Region Football Assigning Secretary in accordance with the By-laws of the KHSAA. Any Member working a game to which they were not assigned, or failure to work a game to which they were assigned, unless excused, shall be subject to reprimand, inactivation, suspension or expulsion as determined by the Board of Control and the By-Laws of the KHSAA. Post season assignments shall be awarded in the manner determined by the

KHSAA, the KHSAA Assigning Secretary and the N.K.O.A. Board of Control in accordance with the By-laws of the KHSAA. Inactive and Suspended Members may not work games at or below the Varsity level.

Section 2. Evaluations. Any Active Member may be evaluated in any game at any level. These evaluations are to be determined by the Assigning Secretary in accordance with KHSAA policy. The Board of Control should assist the assigning secretary in matters of evaluation and observation however and whenever possible and necessary.

Section 3. Excused Absences. A Member may be excused from a game assignment at or below the varsity level by providing prior notification of such absence to the KHSAA Assigning Secretary at least twenty-four hours in advance. In the event of an unforeseeable emergency, a Member should make every effort to notify the KHSAA Assigning Secretary or any member of the Board of Control as soon as possible. The notification requirements set forth in this Section VIII are in addition to any other requirements imposed by the KHSAA.

ARTICLE IX

INDEMNIFICATION

Section 1. Standard of Conduct. Every person who is or was a director or officer of the Association (hereinafter referred to as a "Covered Person"), shall in accordance with section 2 of this Article IX be indemnified by the Association against any and all reasonable costs and expenses (including but not limited to attorneys' fees) and any liabilities (including but not limited to judgments, penalties and reasonable settlements) that may be paid by or imposed against a Covered Person in connection with or resulting from threatened or completed claim, action, suit or proceeding (whether brought by or in the right of the Association or otherwise), and whether civil, criminal, administrative, investigative or legislative (including any appeal relating thereto), in which a Covered Person may be involved, as a party or witness or otherwise, by his or her being or having been a director or officer of the Association, or by reason of any action taken or not taken in such capacity, whether or not the covered Person continues to be such at the time such a liability or expense shall have been paid or imposed, provided that the Covered Person acted in good faith, in what he or she reasonably believed to be the best interests of the Association, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification. Every Covered Person who has been, based on a final adjudication rendered by a court of competent jurisdiction, successful on the merits or otherwise with respect to any claim, action, suit or proceeding of the character described in Section I shall be entitled to indemnification as a matter of right. Except as provided in the preceding sentence, any indemnification under Section I may be made by the Board of Control for any Covered Person or any employee of the Association, in the Board's discretion, but only if either (i) the Board, acting by a quorum consisting of directors who were not parties to (or who are finally adjudicated by a court of competent jurisdiction to have been successful with respect to) such claim, action, suit or proceeding, shall have found that the Covered Person or employee has met the applicable standard of conduct set forth in Section 1; or (ii) if there be no such disinterested quorum, independent legal counsel (who may be the regular counsel of the Association) shall have delivered to the Association written advice to the effect that in his or her judgment such applicable standard has been met. Notwithstanding anything in this Article VII to the contrary, no person shall be indemnified in respect of any claim, action, suit or proceeding initiated by such person or his or her personal or legal representative, or which involved the voluntary solicitation or intervention of such person or his or her personal or legal representative (other than an action to enforce indemnification rights hereunder or an action initiated with the approval of a majority of the Board of Control).

Section 3. Validity. Subject to the limitations provided in this Article, it is the intention of these By-Laws to give Covered Persons the maximum indemnification permitted under the law of the Commonwealth of Kentucky as it now exists or may exist in the future. The rights of indemnification provided hereunder shall not be deemed exclusive of other rights to which any such Covered Person now or hereafter may be entitled, shall continue as to a person who has ceased to be a Covered Person, and shall inure to the benefit of such Covered Person's heirs and legal

representatives. If any provision or portion of this Article shall be found, in any action, suit or proceeding, to be invalid or ineffective, the validity and effect of the remaining parts shall not be affected.

ARTICLE X

CONFLICT OF INTEREST

Section 1. Conflict of Interest. Any director, committee member or officer having an interest in or other transaction presented to the Board of Control or thereof for authorization, approval or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to acting on such contract or transaction. Such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in the existence of a quorum at any meeting where the transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

Section 2. Definitions. For purposes of this Article X, a person shall be deemed to have an interest in a contract or other transaction if he or she is the party (or one of the parties), contracting or dealing with the Association, or is a trustee, director, officer, or has a significant financial or influential interest in the entity contracting with or dealing with the N.K.O.A.

ARTICLE XI

SEAL

The N.K.O.A. shall have no seal unless and until the Board of Control adopts a seal in such form as the Board may designate or approve.

ARTICLE XII

AMENDMENT AND DISSOLUTION

Section 1. Amendment. The N.K.O.A. By-laws may be amended, added to, or repealed by the affirmative vote of two-thirds of the membership at any regular or special meeting, provided that notice of the proposed change was contained in the notice of the meeting.

Section 2. Dissolution. The N.K.O.A. may be dissolved upon two-thirds vote of the membership. Upon the dissolution of the Association, the Board of Control shall, after paying or making provision for payment of all liabilities of the Association, dispose of all assets to such organizations qualifying as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and organized and operated exclusively for charitable purposes.

Section 3. Effective Date of By-laws. These Amended and Restated By-laws shall take effect when approved by a two-thirds vote of the membership, provided two readings of the amended and restated By-laws have occurred for the membership, and that the membership shall have been made aware of this proposal in writing.

ARTICLE XIII

FISCAL YEAR

The N.K.O.A. shall have a fiscal year of January 1 to December 31.

ARTICLE XIV

SIGNATURE

I verify that these By-Laws, as restated and amended, were approved by a two-thirds vote of the membership on September 13, 2011.

Thomas R. Poos
Signature

Tom Poos, President
Printed Name and Title

September 13, 2011
Date